

# ECKERT, SEAMANS, CHERIN & MELLOTT

ATTORNEYS AT LAW

FORTY-SECOND FLOOR

600 GRANT STREET

PITTSBURGH, PA. 15219

(412) 566-6000

TELEX-866172

TELECOPIER-(412) 566-6099

COUNSEL

MILTON W. LAMPROPOS

LEON E. HICKMAN

WILLIAM WATSON SMITH

1871-1964

WILLIAM H. ECKERT

1900-1981

FRANK L. SEAMANS  
CARL CHERIN  
CLOYD R. MELLOTT  
W. GREGG KERR  
RODERICK G. NORRIS  
JOHN H. MORGAN  
CARL F. BARGER  
EDWARD J. GREENE  
DONALD C. WINSON  
ROBERT C. MCCARTNEY  
WILLIAM B. MALLIN  
BARTON Z. COWAN  
EDWIN L. KLETT  
THOMAS D. WRIGHT  
C. ARTHUR WILSON, JR.  
C. KENT MAY  
EDWARD G. O'CONNOR  
ALFRED W. VADNAIS  
WM. ALVAH STEWART, III  
DALE E. WILLIAMS  
DALE HERSHEY  
ROBERT W. DOTY  
J. GARY KOSINSKI

JOHN R. KENRICK  
ROBERT B. WILLIAMS  
WILLIS A. SIEGFRIED, JR.  
DAVID E. TUNGATE  
RICHARD W. GLADSTONE, II  
G. RICHARD GOLD  
RAY C. STONER  
J. W. MONTGOMERY, III  
WILLIAM R. NUERNBERG  
PETER C. BAGGERMAN  
MARK A. WILLARD  
JOHN W. UBINGER, JR.  
D. RICHARD FUNK  
HOWARD D. SCHWARTZ  
ROBERT L. ALLMAN, II  
STEVEN W. McGRATH  
BRYAN D. ROSENBERGER  
MICHAEL R. BORASKY  
TIMOTHY W. SILBAUGH  
DENNIS J. LEWIS  
WILLIAM H. SCHORLING  
JAMES H. ROBERTS

K. DOYLE GEORGE  
JOHN T. SCHMIDT  
RICHARD I. HALPERN  
JOHN J. MYERS  
JOHN C. ARTZ  
ANDREW M. ROMAN  
ROBERT L. BYER  
JOHN PAUL LEWIS, JR.  
JANICE C. BOWERS  
DENNIS J. O'BRIEN  
JONATHAN K. HERBERT  
MARGARET P. JOY  
GEORGE M. MEDVED  
STUART A. WILLIAMS  
CAROL F. GRAEBNER  
FRED W. GEORGE  
GEORGE E. YOKITIS  
CLIFFORD A. PASTEL  
ELLEN MERCER SCHINDLER  
CARLA H. GREENFIELD  
WILLIAM E. KELLEHER, JR.  
ANN McCLURE STRICKLAND

LINDA J. McCLELLAN  
RICHARD S. WIEDMAN  
MARK C. COULSON  
KEVIN BRODE  
JAMES M. GOCKLEY  
RICHARD F. RINALDO  
RICHARD K. DANDREA  
JOHN J. FORD  
FREDERICK J. CASPAR  
SARA A. MERCER  
DIANE I. LOOSBROCK  
PATRICIA D. DUBAN  
SAMUEL M. BROCK III  
BLAINE A. LUCAS  
LOUIS J. MORAYTIS  
BRIAN C. LUCAS  
EDWARD C. FLYNN  
RICHARD T. MCGONIGLE  
LARRY K. ELLIOTT  
CHRISTOPHER R. OPALINSKI  
JAMES J. GILLESPIE, JR.  
GARY R. WALKER  
R. MARK SOLANO

RECORDATION NO. 10332-B Filed 14th

OCT 27 1982 -3 00 PM October 22, 1982

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL NO. 224034  
RETURN RECEIPT REQUESTED

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Madam:

Enclosed herewith for recordation pursuant to the provisions of 49 U.S.C. § 11303 are duplicate originals of a Second Amendment to Security Agreement dated as of September 1982.

The enclosed which is a "secondary document" as that term is defined in 49 C.F.R. § 1116.1(b) amends a Security Agreement dated as of April 27, 1979 which was duly filed and recorded at 9:45 a.m. on May 3, 1979 and assigned Recordation Number 10332, which was previously amended by an Amendment to Security Agreement dated as of April 20, 1982 which was duly filed and recorded at 2:05 p.m. on May 28, 1982 and assigned Recordation Number 10332-A.

The railroad equipment covered by the enclosed document is described in the Amended and Restated Schedule I which is attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Debtor: Railroad Boxcar Associates II  
425 Park Avenue  
New York, New York 10022

2-300A039

OCT 27 1982

Date of recording

10:00

ICC, Washington, D. C.

OCT 27 5:51 PM '82  
RECEIVED  
FEDERAL RECORDATION DIVISION  
U.S. DEPT. OF COMMERCE

Ms. Agatha L. Mergenovich  
October 22, 1982  
Page Two

Secured

Party: U.S. Steel Credit Corporation  
600 Grant Street  
Pittsburgh, Pennsylvania 15230

The undersigned is agent for the Secured Party for the purpose of recording the enclosed document and has knowledge of the matters set forth therein.

Kindly return one of the duplicate originals to Ellen Mercer Schindler, Esq., Eckert, Seamans, Cherin & Mellott, Forty-Second Floor, 600 Grant Street, Pittsburgh, Pennsylvania 15219.

Also enclosed is a check in the amount of \$10.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,

*Ellen Mercer Schindler*

Ellen Mercer Schindler

EMS:111

Enclosures

## RAILROAD BOXCAR ASSOCIATES II

## SECOND AMENDED AND RESTATED SCHEDULE I

DESCRIPTION OF EQUIPMENT

Builders Specifications	Quantity	Equipment Numbers (Inclusive)
50' 6", 70-ton single sheaved boxcars without side posts, 10'0" sliding doors, rigid underframe	100	AVL 151446-151447 AVL 151449 AVL 155463 AVL 155465 AVL 155468-155470 AVL 155472-155473 AVL 155477-155479 AVL 155484-155491 AVL 155493 AVL 155497 AVL 155501-155508 AVL 155511 AVL 155514 AVL 155516 AVL 155518-155519 AVL 155521 AVL 155523-155528 AVL 155531-155536  MISS 155462 MISS 155464 MISS 155466-155467 MISS 155471 MISS 155475 MISS 155482 MISS 155509  NSL 155474 NSL 155476 NSL 155481 NSL 155483 NSL 155492 NSL 155495-155496 NSL 155498-155499 NSL 155512-155513 NSL 155517 NSL 155520 NSL 155522 NSL 155529-155530  PT 201158-201178  TWRY 151448 TWRY 155480 TWRY 155494 TWRY 155500 TWRY 155510 TWRY 155515

SECOND AMENDMENT TO SECURITY AGREEMENT

RECORDATION NO. 10332-B  
OCT 27 1982 3 00 PM  
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT is dated as of Sept. 16, 1982 and further amends that certain Security Agreement dated as of April 27, 1979 (as amended as set forth below, the "Security Agreement") between RAILROAD BOXCAR ASSOCIATES II (the "Debtor") and U.S. STEEL CREDIT CORPORATION (the "Secured Party").

WHEREAS, the parties hereto are parties to (i) the Security Agreement filed with the Interstate Commerce Commission ("ICC") at Recordation No. 10332; and (ii) the Amendment dated April 20, 1982 to Security Agreement filed with the ICC at Recordation No. 10332-A; and

WHEREAS, the parties have determined that certain of the railroad boxcars included as part of the Collateral should be remarked in order to maximize their utilization and earnings.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Equipment Collateral. Schedule I to the Security Agreement is hereby further amended so as to substitute therefor the Second Amended and Restated Schedule I attached hereto and made a part hereof to reflect the re-numbering of certain Items of Equipment.

2. Further Modifications. Except as expressly set forth herein, the Security Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Amendment as of the day and year first above written.

RAILROAD BOXCAR ASSOCIATES II

By 

General Partner

U. S. STEEL CREDIT CORPORATION

By 

Vice President

STATE OF NEW YORK :  
 : SS  
COUNTY OF NEW YORK :

On this 16th day of Sept., 1982, before me personally appeared LILYAN R. WAXMAN, to me personally known, who being by me duly sworn, says that she is the Managing General Partner of RAILROAD BOXCAR ASSOCIATES II, that said instrument was signed and sealed on behalf of said partnership by authority of its Partnership Agreement; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

Jean W. Spencer  
Notary Public

(SEAL)

My Commission expires:

JEAN W. SPENCER  
Notary Public State of New York  
No. 31-4686/15  
Qualified in New York County  
Commission Expires March 30, 1983

COMMONWEALTH OF PENNSYLVANIA :  
 : SS  
COUNTY OF ALLEGHENY :

On this 30th day of Sept., 1982, before me personally appeared ROGER D. CRAFT, to me personally known, who being by me duly sworn, says that he is the Vice President-Leasing of U. S. STEEL CREDIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen S. Krauter  
Notary Public

(SEAL)

My Commission expires:

KAREN S. KRAUTER, Notary Public  
PITTSBURGH, ALLEGHENY COUNTY, PA.  
MY COMMISSION EXPIRES  
MARCH 2, 1985

## RAILROAD BOXCAR ASSOCIATES II

## SECOND AMENDED AND RESTATED SCHEDULE I

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